

*Translation: Please note that the following purports to be an accurately translated excerpt of the original Japanese version prepared for the convenience of investors outside Japan. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.*

June 29, 2016

Dear Shareholders:

**Nisshinbo Holdings Inc.**  
2-31-11, Ningyo-cho, Nihonbashi, Chuo-ku, Tokyo  
Masaya Kawata  
President and Representative Director

## **Notice of Resolutions of The 173rd Ordinary General Meeting of Shareholders**

We are pleased to inform you that matters noted below were reported and resolved at the 173rd Ordinary General Meeting of Shareholders of Nisshinbo Holdings Inc. (“the Company”) held today.

### **PARTICULARS**

#### **Matters Reported:**

1. Report on the Business Report, the Consolidated Financial Statements for the 173rd Fiscal Year (from April 1, 2015 to March 31, 2016) and the Results on the Audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
2. Report on the Non-Consolidated Financial Statements for the 173rd Fiscal Year (April 1, 2015 to March 31, 2016).

The contents of the above-mentioned documents were reported.

#### **Matters Resolved:**

##### **First Item of Business:** Election of Ten (10) Directors

This item was approved and resolved as originally proposed and ten (10) members, namely, Mr. Masaya Kawata, Mr. Masahiro Murakami, Mr. Koji Nishihara, Mr. Takayoshi Tsuchida, Mr. Ryo Ogura, Mr. Takayoshi Okugawa, Mr. Tomofumi Akiyama, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu and Ms. Shinobu Fujino were elected and all assumed the offices as Directors.

Mr. Tomofumi Akiyama, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu and Ms. Shinobu Fujino are all Outside Directors.

##### **Second Item of Business:** Election of One (1) Substitute Audit & Supervisory Board Member

This item was approved and resolved as originally proposed and Mr. Atsushi Yamashita was elected as Substitute Audit & Supervisory Board Member.

##### **Third Item of Business:** Determination of Amounts of Remuneration for Directors by Stock Acquisition Rights as Stock Compensation-Type Stock Options and the Details thereof

This item was approved and resolved as originally proposed

and allotting stock acquisition rights up to 500 stock acquisition rights as stock compensation-type stock options (one stock acquisition right shall be 100 shares of common stock of the Company) to Directors (excluding Outside Directors) of the Company to the extent of 40 million yen per annum was determined.

**Fourth Item of Business: Issue of Stock Acquisition Rights as Stock Options**

This item was approved and resolved as originally proposed and issuing stock acquisition rights up to 1,500 stock acquisition rights without compensation as stock options (one stock acquisition right shall be 100 shares of common stock of the Company) to Managing Officers (excluding Directors) and employees of the Company was determined.

End

At the meeting of the Board of Directors after the close of this General Meeting, Representative Directors and Directors with Specific Titles were appointed, and all assumed their offices, respectively.

Accordingly, the current compositions of Directors, Audit & Supervisory Board Members and Managing Officers are as follows:

Representative Director: President	Masaya Kawata
Representative Director: Senior Executive Managing Officer	Masahiro Murakami
Director: Senior Executive Managing Officer	Takayoshi Tsuchida
Director: Executive Managing Officer	Koji Nishihara
Director: Executive Managing Officer	Ryo Ogura
Director: Executive Managing Officer	Takayoshi Okugawa
Director:	Tomofumi Akiyama
Director:	Noboru Matsuda
Director:	Yoshinori Shimizu
Director:	Shinobu Fujino
Director: Managing Officer	Toshihiro Kijima
Standing Audit & Supervisory Board Member:	Yoichi Fujiwara

Standing Audit &  
Supervisory Board Member: Takumi Ohmoto

Audit & Supervisory Board Member: Yo Kawakami

Audit & Supervisory Board Member: Toshihiko Tomita

Executive Managing Officer: Toshihiro Kijima

Executive Managing Officer: Kazunori Baba

Managing Officer: Masahiro Kawamura

Managing Officer: Akihiro Yoshino

Managing Officer: Hajime Sasaki

Managing Officer: Kazuhiro Iwata

Managing Officer: Akihiro Ishizaka

Managing Officer: Makoto Sugiyama

Managing Officer: Yasuji Ishii

Managing Officer: Toshihiro Matsuda

- (Notes) 1. Directors, Mr. Tomofumi Akiyama, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu and Ms. Shinobu Fujino, are all Outside Directors.
2. Audit & Supervisory Board Members, both Mr. Yo Kawakami and Mr. Toshihiko Tomita, are Outside Audit & Supervisory Board Members.

End